

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
e-Miles, Inc.		02/06/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	2200 Ross Avenue, 8th Floor		
Internal Address:	Attn. Chris Snodgrass		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85453289	E-MILES DELIVERS RESULTS THAT BOTH A CMO AND A CFO WILL LOVE	
Serial Number:	85435446	E-MILES MOBILE	
Registration Number:	4066316	E-MILES	
Registration Number:	4066321	E-MILES IT'S ABOUT TIME	
CORRESPONDENCE DATA			
Fax Number:	(214)661-4691		
Phone:	214-953-6691		
Email:	b.k.drinkwater@bakerbotts.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	B. K. Drinkwater, c/o Baker Botts L.L.P.		
Address Line 1:	2001 Ross Avenue, Suite 600		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	002642.2431		

TRADEMARK

NAME OF SUBMITTER:	B. K. Drinkwater
Signature:	/B. K. Drinkwater/
Date:	02/07/2012
Total Attachments: 6 source=JPMorgan & e-Miles 2-6-12 SI#page1.tif source=JPMorgan & e-Miles 2-6-12 SI#page2.tif source=JPMorgan & e-Miles 2-6-12 SI#page3.tif source=JPMorgan & e-Miles 2-6-12 SI#page4.tif source=JPMorgan & e-Miles 2-6-12 SI#page5.tif source=JPMorgan & e-Miles 2-6-12 SI#page6.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

February 6, 2012

Pursuant to an Amended and Restated Pledge and Security Agreement (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), dated as of July 14, 2011, e-Miles, Inc., a Delaware corporation ("Grantor"), whose address is 5800 Tennyson Parkway, Suite 600, Plano, Texas 75024, hereby grants and assigns to JPMorgan Chase Bank, N.A., as Administrative Agent (as defined in the Security Agreement), whose address is 2200 Ross Avenue, 8th Floor, Dallas, Texas 75201, Attention of Chris Snodgrass, a continuing security interest in and a continuing lien upon all of its right, title and interest in and to the following, whether now owned or hereafter acquired:

(a) all copyrights, rights and interests in copyrights, works protectable by copyright, copyright registrations, and copyright applications; all renewals of any of the foregoing; all income, royalties, damages, and payments now or hereafter due and/or payable under any of the foregoing, including damages or payments for past or future infringements for any of the foregoing; the right to sue for past, present, and future infringements of any of the foregoing and all rights corresponding to any of the foregoing throughout the world, including without limitation, the foregoing as set forth on Exhibit A;

(b) any and all patents and patent applications; all inventions and improvements described and claimed therein; all reissues, divisions, continuations, renewals, extensions, and continuations-in-part thereof; all income, royalties, damages, claims, and payments now or hereafter due or payable under and with respect thereto, including damages and payments for past and future infringements thereof; all rights to sue for past, present, and future infringements thereof and all rights corresponding to any of the foregoing throughout the world, including without limitation, the foregoing as set forth on Exhibit B; and

(c) all trademarks (including service marks), trade names, trade dress, and trade styles and the registrations and applications for registration thereof and the goodwill of the business symbolized by the foregoing; all licenses of the foregoing, whether as licensee or licensor; all renewals of the foregoing; all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including damages, claims, and payments for past and future infringements thereof; all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing and all rights corresponding to any of the foregoing throughout the world, including without limitation, the foregoing as set forth on Exhibit C.

The Administrative Agent's security interest in such copyrights, patents, trademarks, service marks and registrations, applications for registration thereof can be terminated only in accordance with the terms of the Security Agreement.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Intellectual Property Security Agreement as of the date first above written.

E-MILES, INC.

By: 

Name: Nathan Runnicles

Title: Treasurer

EXHIBIT A

Copyrights and Copyright Applications

None.

HOU03:1291683

TRADEMARK
REEL: 004712 FRAME: 0135

EXHIBIT B

Patents and Patent Applications

None.

HOU03:1291683

TRADEMARK
REEL: 004712 FRAME: 0136

EXHIBIT C**Trademarks and Trademark Applications**

<u>Trademark Application</u>	<u>Application No.</u>	<u>Description</u>	<u>Application Date</u>	<u>Country</u>
E-MILES DELIVERS RESULTS THAT BOTH A CMO AND A CFO WILL LOVE	85/453289	Online advertising services for others, namely, providing an online advertising channel for third parties to engage and communicate with customers	October 21, 2011	USA
E-MILES MOBILE	85/435446	Computer application software for mobile phones, personal digital assistants, and tablets, namely, software for viewing, engaging and responding to business marketing and advertising messages	September 29, 2011	USA

<u>Trademark Registration</u>	<u>Registration No.</u>	<u>Description</u>	<u>Registration Date</u>	<u>Country</u>
e-miles (stylized)	4066316	Providing an online incentive award program for members through which they can earn rewards for travel or other merchandise by reading and responding to marketing and advertising messages directed to them by third party companies; online advertising services for others, namely, providing an online advertising channel for third parties to engage and communicate with customers	December 6, 2011	USA
e-miles it's about time (stylized)	4066321	Providing an online incentive award program for members through which they can earn rewards for	December 6, 2011	USA

		travel or other merchandise by reading and responding to marketing and advertising messages directed to them by third party companies; online advertising services for others, namely, providing an online advertising channel for third parties to engage and communicate with customers		
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